

I, an Authorized Signatory of **US Airways Group, Inc.**, declare under penalty of perjury that I have read the above list and that it is true and correct as of the date listed, to the best of my knowledge, information and belief

Date: August 11, 2002

Signature: /s/ David N. Siegel
Authorized Signatory
US Airways Group, Inc

UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA

In re

US Airways Group, Inc.

Case No. 02-

Chapter 11

Debtor(s)

DECLARATION OF DIVISIONAL VENUE

The debtor's domicile, residence, principal place of business or principal assets were located **for** the greater part of the 180 days preceding the filing of the bankruptcy petition in the indicated city or county [check one box only]:

ALEXANDRIA DIVISION

Cities:

- Alexandria-510
- Fairfax-600
- Falls Church-610
- Manassas-683
- Manassas Park-685

Counties:

- Arlington-013
- Fairfax-059
- Fauquier-061
- Loudoun-107
- Prince William-153
- Stafford-179

RICHMOND DIVISION

Cities:

- Richmond (city)-760
- Colonial Heights-570
- Emporia-595
- Fredericksburg-630
- Hopewell-670
- Petersburg-730

Counties:

- Amelia-007
- Brunswick-025
- Caroline-033
- Charles City-036
- Chesterfield-041
- Dinwiddie-053
- Essex-057
- Goochland-075
- Greensville-081
- Hanover-085
- Henrico-087
- King and Queen-097
- King George-099
- King William-101
- Lancaster-103
- Lunenburg-111
- Mecklenburg-117
- Middlesex-119
- New Kent-127
- Northumberland-133
- Notloway-135
- Powhatan-145
- Prince Edward-147
- Prince George-149
- Richmond(county)-159
- Spotsylvania-177
- Surry-181
- Sussex-183
- Westmoreland-193

NORFOLK DIVISION

Cities:

- Norfolk-710
- Cape Charles-535
- Chrsapcake-550
- Franklin-620
- Portsmouth-740
- Suffolk-800**
- Virginia Beach-810

Counties:

- Accomack-001
- Isle of Wight-093
- Northampton-131
- Southampton-175

NEWPORT NEWS DIVISION

Cities:

- Newport News-700
- Hampton-650
- Poquoson-735
- Williamsburg-830

Counties:

- Clvucster-073
- James City-095
- Mathcws-115
- York-199

Date: August 11, 2002

/s/ Lawrence E. Rifken

Signature of Attorney or Pro Se Debtor

Signature of Joint Debtor (if case is a joint case and debtors are not represented by an attorney)

- There is a bankruptcy case concerning debtor's affiliate general partner, or partnership pending in this Division

SECRETARY'S CERTIFICATE

US Airways, Group, Inc.

I, JENNIFER C. MCGAREY, Secretary of the US Airways Group, Inc. (the "Corporation") a Delaware corporation, DO HEREBY CERTIFY, that attached hereto is a true and correct copy of the resolutions adopted by the Board of Directors (the "Board") at a meeting held on August 10, 2002, at which meeting a quorum was present and acting throughout. Such resolutions are in full force and effect on the date hereof.

I have hereunto set my hand this 11th day of August 2002.

/s/ Jennifer C. McGarey
Jennifer C. McGarey

RESOLUTIONS
ADOPTED BY BOARD OF DIRECTORS OF
US AIRWAYS GROUP, INC.

The following resolutions were duly adopted by the Board at a special meeting duly held by telephonic conference on August 10, 2002, at which all directors present were able to speak and hear each other, and such resolutions have not been amended or rescinded and are now in full force and effect:

WHEREAS, in the judgment of the Board, it is desirable and in the best interests of US Airways Group, Inc. (the "Corporation"), its creditors, stockholders, and other interested parties that a petition be filed by the Corporation seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Bankruptcy");

NOW THEREFORE BE IT RESOLVED, that David N. Siegel, Neal S. Cohen and Michelle V. Bryan or any person or persons so designated by the Board of Directors (collectively, the "Authorized Signatories," and each an "Authorized Signatory") be, and each hereby is, authorized and directed on behalf of this Corporation to execute and verify a petition in the name of the Corporation under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Virginia in such form and at such time as the Authorized Signatory executing said petition on behalf of this Corporation shall determine;

FURTHER RESOLVED, that the Authorized Signatories or any one of them be, and each hereby is, authorized to execute and file or cause to be executed and filed (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they deem necessary and proper in connection with the chapter 11 case;

FURTHER RESOLVED, that the law firm of Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, New York 10036-6522, and its affiliated partnerships, be, and hereby are, employed and retained as counsel for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that Seabury Advisors LLC, Seabury Securities LLC, Seabury Solutions LLC and Seabury Airport Advisory Services LLC be, and hereby are, employed and retained as financial advisors and investment bankers for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that the law firm, McGuireWoods LLP be, and hereby is, employed and retained as co-counsel for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that the law firm, O'Melveny & Myers LLP be, and hereby is, employed and retained as special counsel for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that Logan & Company, Inc. be, and hereby is, employed and retained as claims and noticing agent for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that PricewaterhouseCoopers LLP be, and hereby is, employed and retained as restructuring advisor to the Corporation in the chapter 11 case;

FURTHER RESOLVED, that KPMG LLP be, and hereby is, employed and retained as auditor and **tax** advisor to the Corporation in the chapter 11 case;

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Signatory or any officers of the Corporation to seek relief under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds **of** the Corporation;

FURTHER RESOLVED, that the Corporation as the majority stockholder of each of the subsidiaries listed on attached Schedule **A** (each a "Subsidiary" and collectively the "Subsidiaries"), hereby is authorized and empowered to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, consents, resolutions, documents, certificates and undertakings, and to incur all such fees and expenses **as** in their judgment shall be necessary, appropriate or advisable *to* cause each of the Subsidiaries to execute and verify a petition in the name of such Subsidiary under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Virginia in such form and at such time as the officer executing said petition on behalf of such Subsidiary shall determine;

FURTHER RESOLVED, that the Authorized Signatories of the Corporation be, and each of them, with full authority to act without the others, hereby is, authorized, in the name and on behalf of the Corporation, to take or cause to be taken any and all such further action and to execute and deliver or

cause to be executed or delivered all such further agreements, documents, certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions;

FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories of the Corporation, each of the Authorized Signatories of the Corporation be, and they hereby are, authorized and directed to take or cause to be taken all such further actions, to execute and deliver or cause to be executed and delivered all such further certificates, agreements, instruments and documents in the name and on behalf of the Corporation and to incur all such fees and expenses as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolutions and each of them; and

FURTHER RESOLVED, that any actions taken by the Authorized Signatories or other officers of the Corporation prior to the date set forth below with respect to the matters contemplated by the foregoing resolutions are hereby ratified, confirmed and approved in all respects.

Subsidiaries

US Airways, Inc.

Allcghcny **Airlines**, Inc.

PSA Airlines, Inc.

Piedmont Airlines, Inc.

MidAtlantic Airways, Inc.

US Airways Leasing and Sales, Inc.

Material Services Company, Inc.

000000000 - 03 - 023
O

ORIGINAL

O'MELVENY & MYERS LLP

LOS ANGELES
CENTURY CITY
IRVINE SPECTRUM
MENLO PARK
NEWPORT BEACH
NEW YORK

1650 Tysons Boulevard
McLean, Virginia 22102
TELEPHONE 703-287-2400
FACSIMILE 703-287-2404
INTERNET: www.omm.com

SAN FRANCISCO
WASHINGTON, D.C.
HONG KONG
LONDON
SHANGHAI
TOKYO

September 11, 2002

RECEIVED - FCC

OUR FILE NUMBER
882,605-569

SEP 11 2002

WRITER'S DIRECT DIAL
703-918-2720

BY HAND DELIVERY

Federal Communication Commission
Bureau/Office

WRITER'S E-MAIL ADDRESS
trosenberg@omm.com

Andrew S. Fishel, Managing Director
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

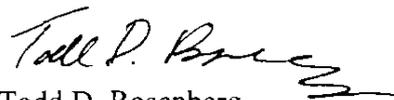
**Re: *US Airways, Inc.*
Petition for Waiver and/or Deferral of Fees Associated
with Application File No. 0001024997**

Dear Sir/Madam:

On behalf of **US Airways, Inc.** ("US Airways"), we hereby submit an original and four (4) copies of the enclosed petition requesting waiver of the fee requirements of §§ 1.1102 and 1.1117(e) of the Commission's Rules. US Airways respectfully requests that this waiver request be reviewed in association with the above-referenced application.

It is respectfully requested that you stamp the receive date on the enclosed copy marked "Stamp and Return" and return it to us for our files. Please contact the undersigned should any questions arise concerning this submission.

Very truly yours,



Todd D. Rosenberg
for O'Melveny & Myers LLP

Counsel to US Airways, Inc.

SEP 13 11 37 AM '02
ASSOC. MGR. DIR.
FEDERAL COMMUNICATIONS
COMMISSION

Enclosure

cc: Jeffery Tobias, Wireless Telecommunications Bureau (**via email**)
John Chudovan, Wireless Telecommunications Bureau (**via email**)

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554**

In the Matter of

**US AIRWAYS, INC., DEBTOR-IN
POSSESSION**

File No. 0001024997

Petition for Waiver of § 1.1102 of the Commission's Rules in Connection with Application Filing Fees Associated with *Pro Forma* Applications for Involuntary Assignment for Various Wireless Licenses Pursuant to § 1.1117 of the Commission's Rules;

Request for Deferral of Payment of Application Filings Fees Pursuant to § 1.1117 of the Commission's Rules and, in the alternative, waiver of § 1.1117(e) of the Commission's Rules pursuant to § 1.3 of the Commission's Rules.

To: Office of Managing Director

**PETITION FOR
WAIVER OF APPLICATION FILING FEES & DEFERRAL OF PAYMENT**

US Airways, Inc., Debtor-in-Possession ("Assignee"), pursuant to § 1.1117 of the Commission's Rules and by its attorneys, hereby seeks a waiver of § 1.1102 of the Federal Communications Commission's ("Commission") Rules which require the payment of application filing fees in connection with the above referenced application for *pro forma*, involuntary assignment of licenses ("Application").¹ See Exhibit 1. The Application was necessitated by

¹ As a result of the association of certain of Licensees call signs with the incorrect FRN a second parallel assignment application is being filed herewith and will be subject to the parallel request for waiver of the application filing fees.

US Airways, Inc.'s ("Licensee") August 11, 2002 bankruptcy filing which resulted in Assignee's Debtor-in-Possession status. Licensee holds various wireless licenses used in connection with its operations as a commercial airline.

In addition, Assignee requests a deferral of the obligation to pay the application filing fees upon filing of the Application, pursuant to §1.1117(e) of the Commission's Rules as revised effective as of the date hereof, pending the Managing Director's ruling on the waiver request described above. In the alternative, and to the extent still necessary, it is requested that the Commission waive any remaining requirement to pay the application filing fees while awaiting the Managing Director's review of the waiver request described above

I. THE BANKRUPTCY

US Airways Group, Inc., ("Parent") filed voluntary petition forms along with seven of its wholly owned subsidiaries for bankruptcy in the United States Bankruptcy Court, Eastern District of Virginia on August 11, 2002.² A copy of the bankruptcy filing is attached as **Exhibit 2**. With these filings, the legal status of Parent and its subsidiaries was converted to "debtors-in-possession." The subsidiaries (other than MidAtlantic, UALS and MSC) hold various aircraft, aviation radio-navigation, aviation auxiliary group, and land mobile licenses granted to them by the Commission in connection with their operations as commercial airlines. In addition to these radio licenses, US Airways maintains a single satellite earth station license – E960086 – for which a separate waiver request is being filed simultaneously herewith. The parties will file applications for issuance of aircraft licenses to the debtor-in-possession entities and will

² See *In re US Airways Group, Inc., et al., Debtors*, Chapter 11 Case No. 02-83984-91 (SSM), Hon. Stephen S. Mitchell, Jointly Administered, United States Bankruptcy Court, Eastern District of Virginia. The entities that filed bankruptcy documents that gave them Debtor-in-Possession status were (1) Parent, (2) Licensee (3) Allegheny Airlines, Inc., ("Allegheny"), (4) PSA Airlines, Inc. ("PSA"), (5) Piedmont Airlines, Inc., ("Piedmont"), (6) MidAtlantic Airlines, Inc. ("MidAtlantic"), (7) US Airways Leasing & Sales, Inc. ("UALS") and (8) Material Services Company, Inc. ("MSC"). None of MidAtlantic, UALS or MSC hold any FCC licenses. The referenced filings in the United States Bankruptcy Court are attached to the Application.

accompany those filings with a waiver request as well.

The Application was filed on September 10, 2002 and has been assigned file number 0001024997.

11. THE PUBLIC INTEREST

A. The Section 1.1117 Waiver Is In The Public Interest

Assignee requests that it not be required to pay the application filing fees that are associated with the Application. Section 1.1117 of the Commission's Rules, provides that application filing fees may be "waived or deferred in specific instances where good cause is shown and where waiver or deferral of the fee would promote the public interest." 47 C.R.F. §1.1117(a). Accordingly, Assignee requests relief under this provision of the Commission's Rules.

In *Mobile Media Corporation, et al.*, Memorandum Opinion & Order, 14 FCC Rcd 8017, 8027 (1999), ("Mobile Media"), the Commission waived application filing fees under §1.1117 of its Rules associated with the reorganization of a bankrupt paging carrier solely on the fact that its bankruptcy status served as "good cause" for waiver of application filing fees. The Commission also held that "waiver of the fee will serve the public interest by enabling [the carrier] to preserve assets that will accrue to innocent creditors." *Supra. See also, Implementation of Section 9 of the Communications Act, Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year*, Memorandum Opinion & Order, 10 FCC Rcd 12759, 12762 (1995) ("evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiving of regulatory fees,"); *In the Matter of Daniel R. Goodman, Receiver: Dr. Robert Chan. Petition for Waiver of Sections 90.633(c) and 1.1102 of the Commission's Rules*, Memorandum Opinion and Order, FCC 95-211 (rel. May 24, 1995).

In the present case, Assignee submits that the bankruptcy requires like treatment in the

grant of the present waiver request. *See Melody Music, Inc. v. FCC*, 345 F.2d 730, 733 (D.C. Cir. 1965). As set forth above, Licensee has filed for Chapter 11 bankruptcy and has been awarded Debtor-in-Possession status. In the absence of a waiver, the parties will be required to pay a total of eight-thousand three-hundred dollars (\$8,300.00) for all FCC bankruptcy-related applications. This is another financial burden which, based on FCC precedent, should be avoided because of the bankruptcy, particularly so because a *pro forma* transaction does not entail any real changes in control of the Licensee. As stated above, grant of this waiver would preserve funds better used to sustain operations and, as the Commission pointed out in *Mobile Media, supra*, this payment would direct monies from the innocent creditors whose claims are already compromised in the bankruptcy proceedings. Accordingly, Assignee requests grant of a waiver under §1.1117 of the Commission's Rules.

B. The Fee Deferral Is In The Public Interest

As revised effective as of the date hereof, §1.1117(e) of the Commission's Rules requires that a carrier requesting deferral or a waiver of the application filing fees under §1.1117 submit the specified application filing fees or request a deferral in a filing with the Managing Director. The circumstances of financial hardship which justify the issuance of the waiver requested above, as described above, justify the deferral of the fee payment at this juncture pending the Managing Director's ruling. In the alternative, the same circumstances also justify a waiver of the requirement to pay the application filing fees at the time of filing as required by §1.1117(e) as it existed prior to today's change pursuant to the Commission's general waiver provisions as codified in §1.3 of the Commission's Rules. *See also, WAIT Radio v. FCC*, 418 F.2d 1153 (D.C. Cir. 1969), *cert. denied*, 409 U.S. 1027 (1972).

* * * *

EXHIBIT 1

See attached application.

<p>FCC 603</p>	<p>FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control</p>	<p>Approved by OMB 3060 - 0800 See instructions for public burden estimate</p> <p>Submitted 09/10/2002 at 10:35PM</p> <p>File Number: 0001024997</p>
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1) Application Purpose Assignment of Authorization	
2a) If this request is for an Amendment or Withdrawal enter the File Number of the pending application file with the FCC	File Number:
2b) File numbers of related pending applications currently on file with the FCC	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? Yes
3b) If the answer to Item 3a is 'Yes'. Is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance for telecommunications licenses? No
4) For assignment of authorization only, is this a partition and/or disaggregation? No
5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Court Order It required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Involuntary

10) FCC Registration Number (FRN) 0002107753			
11) First Name (if individual)	MI:	Last Name	Suffix
12) Entity Name (if not an individual) US Airways, Inc			
13) Attention To Marshall Swaringen			
14) P O Box	And / Or	15) Street Address 5630 University Parkway	
16) City Winston-Salem	17) State NC	118) Zip Code 27105	
19) Telephone Number (336)744-4938		20) FAX Number (336)744-6321	
21) E Mail Address Marshall Swaringen@usairways.com			

Race:	Native.	Asian:	American:	Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female	Male:			

Transferor Information (for transfers of control only)

23) FCC		
26) P O Box	And / Or	27) Street Address
28) city		29) State 30) Zip Code
31) Telephone Number		32) FAX Number

36) P O Box	And / Or	37) Street Address
38) City		39) State 40) Zip Code
41) Telephone Number		42) FAX Number

44) The Assignee IS a(n): Corporation			
45) FCC Registration Number (FRN): 0002107753			
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): US Airways. Inc., Debtor-in-Possession			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: Marshall Swaringen			
51) P.O. Box.	And / Or	52) Street Address 5630 University Parkway	
53) City: Winston-Salem		54) State: NC	55) Zip Code. 27105
56) Telephone Number: (336)744-4938		57) FAX Number: (336)744-6321	
58) E-Mail Address: Marshall_Swaringen@usairways.com			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name Todd	(MI D)	Last Name Rosenberg	Suffix
60) Company Name O'Melveny & Myers LLP			
61) P.O. Box.	And / Or	62) Street Address 1650 Tysons Boulevard., Suite 1150	
66) Telephone Number (703)918-2720		67) FAX Number (703)918-2704	

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	<input type="checkbox"/>
70) Is the Assignee or Transferee an alien or the representative of an alien?	<input type="checkbox"/>
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	<input type="checkbox"/> No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign	<input type="checkbox"/> No

73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital is owned or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "Yes", attach exhibit explaining nature and extent of alien or foreign ownership or

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license, construction permit, revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by Commission? If "Yes", attach exhibit explaining circumstances. **NO**

75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or any party to this application ever been convicted of a felony by any state or federal court? If "Yes", attach exhibit explaining circumstances. **NO**

76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee or unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If "Yes", attach exhibit explaining circumstances. **NO**

77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any matter referred to in the preceding two items? If "Yes", attach exhibit explaining circumstances. **NO**

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	Native: American Indian or Alaska	Gender:	Female
	Asian:		Male:
	Black or African-American:		Latin:
	Native Hawaiian or Other Pacific Islander:		Not Hispanic or Latino:
	White:		

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293(1998).

2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

79) Typed or Printed Name of Party Authorized to Sign

First Name: **Jennifer** MI: **C** Last Name: **McGarey** Suffix:

80) Title: **Secretary**

Signature: **Jennifer C McGarey** (81) Date: **09/10/02**

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an in accordance with this application.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for assignment.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 with this application, or (3) is not required to file Form 602 under the Commission's rules.

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
KVE215	AL					Yes
KJH558	AL					Yes
KQQ578	AL					
WPAX344	AL					Yes
WPGW206	AL					Yes
WNMR833	AL					Yes
KNFC383	AL					
WPSJ498	AL					Yes
WPKW273	AL					
KN7685	AL					Yes
KP5840	AL					
KP5880	AL					
KNNN368	AL					Yes
KQ0511	AL					
KFU435	AL					Yes
KNDT410	AL					
KVP954	AL					Yes
KVQ217	AL					Yes
KVQ218	AL					
WYJ240	AL					Yes
WNUJ513	AL					Yes
KB8512	AL					Yes
WYX801	AL					
WNID666	AL					Yes
WNWT920	AL					Yes
WPJG259	AL					Yes
KOA ⁰	AL					Yes
WPBK691	AL					
WPBY829	AL					Yes
KB82806	AL					
WPBN678	AL					Yes
WNXC273	AL					Yes
WNXC274	AL					
WNDB502	AL					
WNDB506	AL					Yes
WPGU765	AL					
WNVJ356	AL					Yes
KA98399	AL					Yes

WPHD206	AL	Yes
WRLT2097	AL	Yes
WRLT2143	AL	Yes
WRLT4735	AL	Yes
WQK413	AL	Yes

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?
If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
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3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.
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For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.
Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.
Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

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As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally
If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct

Attachment List

Attachment Type	Date		
Other	09/10/02	Bankruptcy	0177866426606614905827753.pdf
		Description of Transaction	0177866446606614905827753.pdf
Waiver	09/10/02	Waiver	0177866516606614905827753.pdf

FORMBI	United States Bankruptcy Court Eastern District of Virginia	Voluntary Petition															
US Airways Group, Inc.	Name of Joint Debtor (Spouse) (Last, First Middle):																
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): USAir Group, Inc.	All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):																
Soc. Sec./Tax I.D. No. (if more than one, state all): 54-1194634	Soc. Sec./Tax I.D. No. (if more than one, state all):																
Street Address of Debtor (No. & Street, City, State & Zip Code) 2345 Crystal Drive Arlington, VA 22227	Street Address of Joint Debtor (No. & Street, City, State & Zip Code):																
County of Residence or of the Principal Place of Business: Arlington	County of Residence or of the Principal Place of Business:																
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):																
Location of Principal Assets of Business Debtor (if different from street address above):																	
Information Regarding the Debtor (Check the Applicable Boxes)																	
Venue (Check any applicable box) <input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer period of such 180 days than in any other District <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.																	
Type of Debtor (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other _____	Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding																
Nature of Debts (Check one box) <input type="checkbox"/> Consumer/Non-Business <input type="checkbox"/> Business	Filing Fee (Check one bar) <input type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only.) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments Rule 1006(b) See Official Form No. 3																
Chapter 11 Small Business (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(c) (Optional)																	
Statistical/Administrative Information (Estimates only)* <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY															
Estimated Number of Creditors <table style="width:100%; text-align:center;"> <tr> <td>1-15</td> <td>16-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1000-over</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> </tr> </table>			1-15	16-49	50-99	100-199	200-999	1000-over	<input type="checkbox"/>	<input checked="" type="checkbox"/>							
1-15	16-49		50-99	100-199	200-999	1000-over											
<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>											
Estimated Assets <table style="width:100%; text-align:center;"> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>More than \$100 million</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> </tr> </table>		\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>				
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million										
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>										
Estimated Debts <table style="width:100%; text-align:center;"> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>More than \$100 million</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> </tr> </table>		\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>				
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million										
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>										

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s) US Airways Group, Inc	FORM B1, Page
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Location Where Filed None	Case Number	Date Filed:
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Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)		
Name of Debtor See Annex A	Case Number	Date Filed:
District	Relationship	Judge:

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Signature of Debtor

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

Exhibit A is attached and made a part of this petition

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

Signature of Attorney for Debtor(s)

Date

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No

Signature of Attorney

/s/ John Wm. Butler, Jr.
Signature of Attorney for Debtor(s)

John Wm. Butler, Jr.
John K. Lyons
Printed Name of Attorney for Debtor(s)

Skadden, Arps, Slate
Meagher & Flom (Illinois)
Firm Name

333 West Wacker Drive
Chicago, IL 60606
Address

(312) 407-0700
Telephone Number

August 11, 2002
Date

Signature of Attorney

/s/ Lawrence E. Rifken
Signature of Attorney for Debtor(s)

Lawrence E. Rifken (VSB No. 29037)
Printed Name of Attorney for Debtor(s)

McGuireWoods LLP
Firm Name

1750 Tysons Boulevard, Suite 1800
McLean, VA 22102-4215
Address

(703) 712-5000
Telephone Number

August 11, 2002
Date

Signature of Non-Attorney Petition Preparer

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

Printed Name of Bankruptcy Petition Preparer

Social Security Number

Address

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ David N Siegel
Signature of Authorized Individual
David N Siegel
Printed Name of Authorized Individual
Authorized Signatory, US Airways Group, Inc
Title of Authorized Individual
August 11, 2002
Date

If more than one person prepared this documents, attach additional sheets conforming to the appropriate official form for each person.

Signature of Bankruptcy Preparer

Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 USC § 1256.

Annex A - Affiliate Debtors

On the date hereof, the following affiliated entities filed petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of Virginia:

1. US Airways Group, Inc
2. US Airways, Inc.
3. Allegheny Airlines, Inc.
4. **PSA** Airlines, Inc.
5. Piedmont Airlines, Inc.
6. MidAtlantic Airways, Inc.
7. **US** Airways Leasing and Sales, Inc
8. Material Services Company, Inc.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
ALEXANDRIA DIVISION

-x

In re:

US Airways Group, Inc

Debtor. :

Chapter 11

Case No. 02-_____

Exhibit "A" to Voluntary Petition

- 1 The Debtor's common stock is registered under section 12 of the Securities Exchange Act of 1934. The Debtor's SEC file number is 1-8444.
- 2 The following unaudited financial data is derived from the Debtor's books and records as of March 11, 2002, which are unaudited. The Debtor does not certify as to the accuracy of this information.
- | | | |
|----|---|---|
| a | Total assets | <u>\$7,807,000.000</u> |
| b | Total debts (including debts listed in 2.c., below) | <u>\$7,830,000.000</u> |
| c. | Debt securities held by more than 500 holders | <u>0</u> |
| d | Number of shares of preferred stock: | <u>0</u> issued and outstanding
<u>8,000,000¹</u> authorized |
| e | Number of shares common stock: | <u>68,133,000¹</u> issued and outstanding
<u>150,000,000</u> authorized |
- 3 Brief description of Debtor's business.

The Company's primary business activity is the ownership of the common stock of US Airways, Inc. ("USA I"), Allegheny Airlines, Inc., Piedmont Airlines, Inc., PSA Airlines, Inc., Mid Atlantic Airways, Inc., US Airways Leasing and Sales, Inc., Material Services Company, Inc. and Airways Assurance Limited, LLC (collectively, the "Wholly-Owned Subsidiaries"). The primary business activity of the Wholly-Owned Subsidiaries is the transportation of passengers, property and mail.

¹ Comprised of 5,000,000 shares of Junior Preferred Stock and 3,000,000 shares of Senior Preferred Stock.

As of April 10, 2002

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of Debtor

Aon Fiduciary Counselors, Inc
601 Pennsylvania Avenue, N W , Suite 900
South Building
Washington, D.C. 20004

Please note: The financial information contained herein is derived from unaudited sources. No certification as to its accuracy can be made.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
ALEXANDRIA DIVISION

In re:

US Airways Group, Inc.,

Debtor

Chapter 11

Case No. 02-_____

CONSOLIDATED LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS

Following is a consolidated list of creditors holding the 30 largest unsecured claims, as of approximately August 2, 2002. This list has been prepared on a consolidated basis, based upon the books and records of the debtor and certain affiliated entities that have contemporaneously commenced chapter 11 cases in this Court (collectively, the "Debtors"). The Debtors believe that this list is representative of the 30 largest creditors in each of the affiliated cases. The information presented in the list shall not constitute an admission by, nor is it binding on, the Debtors.¹

The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in these chapter 11 cases. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101 or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims.²

¹ The Debtors will file the schedules of assets and liabilities (the "Schedules") in accordance with 11 U.S.C. § 521 and Fed. R. Bankr. P. 1007. The information contained in the Schedules may differ from the information set forth below.

² The Debtors reserve the right to identify any of the 10 largest unsecured claims in their Schedules as contingent, unliquidated, disputed and/or subject to setoff, as appropriate.

	Name of Creditor and Complete Mailing Address	Creditor's Phone and Fax Numbers	Nature of Claim	C U D S	Amount of Claim
1	J.P. MORGAN TRUST COMPANY, NATIONAL ASSOCIATION Douglas Wilson One Oxford Centre 301 Grant Street, Suite 1100 Pittsburgh, PA 15219 USA	Phone: (412) 291-2080 Fax: (412) 751-9301	Unsecured Facilities Loan	C	\$ 71,140.00
2	WILMINGTON TRUST COMPANY Robert P. Hines, Jr. Financial Services Officer, Corporate Trust Rodney Square North 1100 North Market Street Wilmington, DE 19890 USA	Phone: (302) 636-6197 Fax: (302) 636-4140	Trade - Aircraft Deferred Payments	C U D	\$ 49,989.01
3	ELECTRONIC DATA SYSTEMS CORPORATION Doug Frederick President, Operation Solutions 5400 Legacy Drive Mail Drop H3-5C-47 Plano, TX 75024 USA	Phone: (972) 797-4069 Fax: (972) 605-4555	Trade - Contractual	C D	\$ 46,909.41
4	STATE STREET BANK AND TRUST CO. E. Decker Adams Vice President Global Investor Services Group Corporate Trust, P.O. Box 778 Boston, MA 02102 USA	Phone: (617) 662-1754 Fax: (617) 662-1456	Trade - Aircraft Deferred Payments	C U D	\$ 36,114.41
5	FIRST UNION NATIONAL BANK Robert L. Bice, Jr. Corporate Trust Department 401 South Tryon Street Charlotte, NC 28288 USA	Phone: (704) 715-3021 Fax: (704) 374-6682	Trade - Aircraft Deferred Payments	C U D	\$ 16,285.71
6	GENERAL ELECTRIC CAPITAL CORP. Ron Wainshal GE Capital Aviation Services-Structured Finance 301 High Ridge Road Stamford, CT 06927 USA	Phone: (203) 316-7560 Fax: (203) 961-6906	Trade - Aircraft Deferred Payments	C U D	\$ 12,795.00
7	AIRLEASE Jad Mansour 555 California Street San Francisco, CA 94104 USA	Phone: (415) 765-1848 Fax: (415) 765-1817	Trade - Return Claims	C D	\$ 5,814.6
8	ALLEGHENY COUNTY AIRPORT Edward Moeller 1000 Airport Blvd. Pittsburgh, PA 15231 USA	Phone: (412) 472-5559 Fax: (412) 472-5725	Trade - Airport Authority	N/A	\$ 4,589.8
9	CITY OF PHILADELPHIA Leslie Turner Philadelphia International Airport Philadelphia, PA 19153 USA	Phone: (215) 937-5480 Fax: (215) 937-5480	Trade - Airport Authority	N/A	\$ 3,167.4
10	CITY OF CHARLOTTE AIRPORT Carrie Blackwell 5501 R. Josh Birmingham Parkway Charlotte, NC 28219 USA	Phone: (704) 359-4023 Fax: (704) 359-4950	Trade - Airport Authority	N/A	\$ 2,566.9

Name of Creditor and Complete Mailing Address	Creditor's Phone and Fax Numbers	Nature of Claim	U D S	Amount of Claim
12 LSG SKY CHEFS Mike Mesko 324 E Lamar Blvd	Phone: (817) 792-2303 Fax: (817) 792-2460	Trade - Food Service	N/A	\$ 2,542,873
13 BOEING COMMERCIAL AI Tim Bergin 100 Ne Third Ave Suite 800 Ft. Lauderdale, FL 33301 Jennifer Bergsma 633 Park Ave. N. Mail Code Ms 6X UJ AllenCasher Mts 6X Cf Renton, WA 98055 USA	F (954) 760 7716 Phone: (408) 622-1111 Fax: (425) 237-3830	Trade - Airplane Parts/Maintenance	D	
14 AIR CARGO INCORPORAT Jenny White 1819 Bay Ridge Ave	F (410) 263-8208			
15 BOEING CAPITAL Annapolis, MD 21403 USA Scott Nicholson 500 Naches Ave Sw 3RD Floor Mc 6Y-14 Renton, WA 98055 USA	Phone: (425) 393-0970 Fax: (425) 393-2904	Rayme nis	U D	
16 INTERBORO SCHOOL DISTRICT Pamela Powell Philadelphia International Airport Terminal E	Phone: (610)461-6700 Fax: (610) 461-6700	Trade - Airport Authority	N/A	\$ 1,058,793
17 FAIRCHILD DORNER (NA) Philadelphia, PA 19153 USA Ed Methor 10823 North East Entrance San Antonio, TX 78216 USA	Phone: (210) 804-7719 Fax: (210) 824-3021	Trade - Aircraft Parts/Maintenance	N/A	\$ 907,030
18 CHARLES SMITH COMMERCIAL REALTY Vicki Lauren 2345 Crystal Drive Arlington, VA 22202 USA	Phone: (703)769-1254 Fax: (703)769-1190	Trade - Real Estate Services	N/A	\$ 893,382
19 SAN FRANCISCO AIRPORTS COMMISSION Jess Baligeas San Francisco International Airport 6Th Floor Rm 644	Phone: (650)821-2843 fax: (650)821-2846	Trade - Airport Authority	N/A	\$ 841,464
Fiona Roche Aviation House Shannon Co., Claire, Ireland	Fax: 353 86 8166392		D	

Name of Creditor and Complete Mailing Address	Creditor's Phone and Fax Numbers	Nature of Claim	C U D S	Amount of Claim
UNITED HEALTHCARE Rory Doty 22703 Network Place Chicago, IL 60673-1227 USA	Phone: (813)818-3613 Fax: (813)854-3339	Trade - Medical & Dental	N/A	\$ 777,096
THE ROYAL BANK OF SCOTLAND Francis Carey Manager - Syndicated Loans Agency 135 Bishopsgate 5Th Floor London, EC2M 3UR Great Britain	Phone: 020 7648 3814 Fax: 020 7615 0106	Trade - Aircraft/Deferred Payments	C U D	\$ 753,908
HONEYWELL INTERNATIONAL INC Lori Haheyer 875 W Elliot Rd Ste 106 Tempe, AZ 85284 USA	Phone: (913)712-0400 Fax: (913)712-5867	Trade - Aircraft/Parts/Maintenance	N/A	\$ 687,911
HAMILTON SUNDSTRAND Steven Gabscheid 4747 Harrison Ave. Rockford, IL 61125 USA	Phone: (815)394-2945 Fax: (815)394-3558	Trade - Aircraft/Parts/Maintenance	N/A	\$ 608,642
ROCKWELL COLLINS Brian J. Seeber 400 Collins Rd. Ne Cedar Rapids, IA 52498 USA	Phone: (319)295-3293 Fax: (319)295-4092	Trade - Aircraft/Parts/Maintenance	N/A	\$ 585,646
HIGHWOODS FORSYTH LTD PARTNERSHIP Allison Saucy 380 Knollwood Street Ste 430 Winston Salem, NC 27103 USA	Phone: (336)631-9000 Fax: (336)725-1969	Trade - Aircraft/Parts/Maintenance	N/A	\$ 575,746
TOWERS PERRIN Mark Duncan 1500 Market Street Philadelphia, PA 19102-4790 USA	Phone: (416)960-2700 Fax: (416)960-2819	Trade - Other Professional	N/A	\$ 567,848
GREATER ORLANDO AVIATION AUTHORITY Patti Everst One Airport Blvd Orlando, FL 32827 USA	Phone: (407)825-2017 Fax: (407)825-2259	Trade - Airport Authority	N/A	\$ 548,574
HILLSBOROUGH COUNTY AVIATION AUTHORITY Ginny Brewer Tampa International Airport 3rd Level Tampa, FL 33607 USA	Phone: (813)870-8700 Fax: (813)875-6670	Trade - Airport Authority	N/A	\$ 502,340
GOODRICH FAIRHOPE SERVICE Tammy Simmons 1300 West Ave. Alabama Service Center Goodrich Aerus Inructures Grp Foley, AL 36535 USA	Phone: (251)952-3377 Fax: (251)952-3376	Trade - Aircraft/Parts/Maintenance	N/A	\$ 404,727

[1] For the purposes of this list, the Debtors have not analyzed whether claims on behalf of aircraft lessors or aircraft financiers are secured or unsecured or, if secured, what portion, if any, of the total claim is an unsecured deficiency claim. Nothing herein shall constitute any admission or any way waive or limit the Debtors' rights, claims or defenses with respect to the classification or characterization of such claims.

I, an Authorized Signatory of US Airways Group, Inc., declare under penalty of perjury that I have read the above list and that it is true and correct as of the date listed, to the best of my knowledge, information and belief

Date: August 11, 2002

Signature /s/ David N Siegel
Authorized Signatory
US Airways Group, Inc

UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA

In re

US Airways Group, Inc

Case No. 02-_____

Chapter 11_____

Debtor(s)

DECLARATION OF DIVISIONAL VENUE

The debtor's domicile, residence, principal place of business or principal assets were located For the greater pan of the 180 days preceding the filing of the bankruptcy petition in the indicated city or county [check one box only]:

ALEXANDRIA DIVISION

Cities:

- Alexandria-510
 Fairfax-600
 Falls Church-610
 Manassas-683
 Manassas Park-685

Counties:

- Arlington-013
 Fairfax-059
 Fauquier-061
 Loudoun-107
 Prince William-153
 Stafford-179

RICHMOND DIVISION

Cities:

- Richmond (city)-760
 Colonial Heights-570
 Emporia-595
 Fredericksburg-630
 Hopewell-670
 Petersburg-730

Counties:

- Amella-007
 Brunswick-025
 Caroline-033
 Charles City-036
 Chesterfield-041
 Dinwiddie-053
 Essex-057
 Goochland-075
 Greensville-081
 Hanover-085
 Henrico-087
 King and Queen-097
 King George-099
 King William-101
 Lancaster-103
 Lunenburg-111
 Mecklenburg-117
 Middlesex-119
 New Kent-127
 Northumberland-133
 Nottoway-135
 Powhatan-145
 Prince Edward-147
 Prince George-149
 Richmond(county)-159
 Spotsylvania-177
 Surry-181
 Sussex-183
 Westmoreland-193

NORFOLK DIVISION

Cities:

- Norfolk-710
 Cape Charles-535
 Chesapeake-550
 Franklin-620
 Portsmouth-740
 Suffolk-800
 Virginia Beach-810

Counties:

- Accomack-001
 Isle of Wight-093
 Northampton-131
 Southampton-175

NEWPORT NEWS DIVISION

Cities:

- Newport News-700
 Hampton-650
 Poquoson-735
 Williamsburg-830

Counties:

- Gloucester-073
 James City-095
 Mathews-115
 York-199

Date: August 11, 2002

/s/ Laurence E. Rifken

Signature of Attorney or Pro Se Debtor

- There is a bankruptcy case concerning debtor's affiliate general partner or partnership pending in this Division

Signature of **Joint** Debtor (if case is a joint case and debtors are not represented by an attorney)

SECRETARY'S CERTIFICATE

US Airways, Group, Inc.

I, JENNIFER C. MCGAREY, Secretary of the US Airways Group, Inc. (the "Corporation") a Delaware corporation, DO HEREBY CERTIFY, that attached hereto is a true and correct copy of the resolutions adopted by the Board of Directors (the "Board") at a meeting held on August 10, 2002. at which meeting a quorum was present and acting throughout. Such resolutions are in full force and effect on the date hereof.

I have hereunto set my hand this 11th day of **August** 2002.

/s/ Jennifer C. McGarey
Jennifer C. McGarey

**RESOLUTIONS
ADOPTED BY BOARD OF DIRECTORS OF
US AIRWAYS GROUP, INC.**

The following resolutions were duly adopted by the Board at a special meeting duly held by telephonic conference on August 10, 2002, at which all directors present were able to speak and hear each other, and such resolutions have not been amended or rescinded and are now in full force and effect

WHEREAS, in the judgment of the Board, it is desirable and in the best interests of US Airways Group, Inc. (the "Corporation"), its creditors, stockholders, and other interested parties that a petition be filed by the Corporation seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Bankruptcy");

NOW THEREFORE BE IT RESOLVED, that David N. Siegel, Neal S. Cohen and Michelle V. Bryan or any person or persons so designated by the Board of Directors (collectively, the "Authorized Signatories," and each an "Authorized Signatory") be, and each hereby is, authorized and directed on behalf of this Corporation to execute and verify a petition in the name of the Corporation under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Virginia in such form and at such time as the Authorized Signatory executing said petition on behalf of this Corporation shall determine;

FURTHER RESOLVED, that the Authorized Signatories or any one of them be, and each hereby is, authorized to execute and file or cause to be executed and filed (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they deem necessary and proper in connection with the chapter 11 case;

FURTHER RESOLVED, that the law firm of Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, New York 10036-6522, and its affiliated partnerships, be, and hereby are, employed and retained as counsel for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that Seabury Advisors LLC, Seabury Securities LLC, Seabury Solutions LLC and Seabury Airport Advisory Services LLC be, and hereby are, employed and retained as financial advisors and investment bankers for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that the law firm, McGuire Woods LLP be, and hereby is, employed and retained as co-counsel for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that the law firm, O'Melveny & Myers LLP be, and hereby is, employed and retained as special counsel for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that Logan & Company, Inc. be, and hereby is, employed and retained as claims and noticing agent for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that PricewaterhouseCoopers LLP be, and hereby is, employed and retained as restructuring advisor to the Corporation in the chapter 11 case;

FURTHER RESOLVED, that KPMG LLP be, and hereby is, employed and retained as auditor and tax advisor to the Corporation in the chapter 11 case;

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Signatory or any officers of the Corporation to seek relief under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation;

FURTHER RESOLVED, that the Corporation as the majority stockholder of each of the subsidiaries listed on attached Schedule A (each a "Subsidiary" and collectively the "Subsidiaries"), hereby is authorized and empowered to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, consents, resolutions, documents, certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to cause each of the Subsidiaries to execute and verify a petition in the name of such Subsidiary under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Virginia in such form and at such time as the officer executing said petition on behalf of such Subsidiary shall determine;

FURTHER RESOLVED, that the Authorized Signatories of the Corporation be, and each of them, with full authority to act without the others, hereby is, authorized, in the name and on behalf of the Corporation, to take or cause to be taken any and all such further action and to execute and deliver or

cause to be executed or delivered all such further agreements, documents, certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions;

FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories of the Corporation, each of the Authorized Signatories of the Corporation be, and they hereby are, authorized and directed to take ~~or~~ cause to be taken all such further actions, to execute and deliver or cause to be executed and delivered all such further certificates, agreements, instruments and documents in the name and on behalf of the Corporation and to incur all such fees and expenses as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolutions and each of them; and

FURTHER RESOLVED, that any actions taken by the Authorized Signatories or other officers of the Corporation prior to the date set forth below with respect to the matters contemplated by the foregoing resolutions are hereby ratified, confirmed and approved in all respects.

Subsidiaries

US Airways: Inc.

Allegheny Airlines, Inc.

PSA Airlines, Inc.

Piedmont Airlines, Inc.

MidAtlantic Airways, Inc.

US Airways Leasing and Sales, Inc.

Material Services Company, Inc.

EXHIBIT 1

DESCRIPTION OF TRANSACTION

US Airways, Inc., Debtor-in-Possession (“Assignee”) hereby submits its application for *pro forma* assignment of the licenses issued to US Airways, Inc. (“Licensee”) by the Federal Communications Commission (“Commission”) (the “Application”). As described below, the Application is filed in accordance with Section 1.948(c)(2) of the Commission’s Rules, which requires that *pro forma* applications for assignment or transfer of control be filed when a licensee is subject to an involuntary change of ownership such as bankruptcy. As the Commission’s Rules require that such applications be filed no later than 30 days after the event causing the involuntary assignment or transfer, the Application is timely filed.

US Airways Group, Inc., (“Parent”) filed a petition for relief under Chapter 11 of Title 11 of the United States Code along with seven of its wholly owned subsidiaries in the United States Bankruptcy Court, Eastern District of Virginia, on **August 1**, 2002.¹ With these filings, the legal status of each of Parent, Licensee, Allegheny, **PSA** and Piedmont (collectively, the “Subsidiaries”) was converted to “Debtor-in-Possession.” The Subsidiaries currently hold radio licenses granted to them by the Commission used in connection with their operations as commercial airlines.

¹ See In re US Airways Group, Inc., et al., Debtors, Chapter 11 Case No. 02-83984-91 (SSM), Hon. Stephen S. Mitchell, Jointly Administered, United States Bankruptcy Court, Eastern District of Virginia. The entities that filed bankruptcy documents that gave them Debtor-in-Possession status were (1) Parent, (2) Licensee, (3) Allegheny Airlines, Inc., (“Allegheny”), (4) **PSA** Airlines, Inc. (“PSA”), (5) Piedmont Airlines, Inc., (“Piedmont”), (6) MidAtlantic Airlines, Inc. (“MidAtlantic”), (7) US Airways Leasing & Sales, Inc. (“UALS”) and (8) Material Services Company, Inc. (“MSC”) None of MidAtlantic, UALS or MSC hold any FCC licenses. The referenced filings in the United States Bankruptcy Court are attached to the Application.

The Applications are necessary under the Commission's Rules simply to reflect the *pro forma* change in the status of the Licensee to Debtor-in-Possession pursuant to federal bankruptcy law. The bankruptcy proceeding does not change the ownership or management of the Licensee. This filing is made within 30 days of the August 11, 2002 bankruptcy filing and thus, it is timely filed pursuant to Section 1.948(c)(2).²

Pursuant to Section 1.1117 of the Commission's Rules, the parties are also filing a Petition for Waiver of Application Filing Fees & Deferral of Payment with the office of the Managing Director with respect to the application filing fees required in connection with the Application. A copy of the petition (which will be filed tomorrow) is attached to the Application

² The certifications made by Licensee and Assignee in the Application are qualified by the statements contained in this Exhibit 1 to the extent necessary

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554**

In the Matter of

**US AIRWAYS, INC., DEBTOR-IN
POSSESSION**

Petition for Waiver of §1.1102 of the Commission's Rules in Connection with Application Filing Fees Associated with *Pro Forma* Applications for Involuntary Assignment for Various Wireless Licenses Pursuant to §1.1117 of the Commission's Rules;

Request for Deferral of Payment of Application Filings Fees Pursuant to §1.1117 of the Commission's Rules and, in the alternative, waiver of §1.1117(e) of the Commission's Rules pursuant to §1.3 of the Commission's Rules.

File No. _____

To: Office of Managing Director

**PETITION FOR
WAIVER OF APPLICATION FILING FEES & DEFERRAL OF PAYMENT**

US Airways, Inc., Debtor-&Possession ("Assignee"), pursuant to §1.1117 of the Commission's Rules and by its attorneys, hereby seeks a waiver of §1.1102 of the Federal Communications Commission's ("Commission") Rules which require the payment of application filing fees in connection with the above referenced application for *pro forma*, involuntary assignment of Licenses ("Application").¹ See Exhibit I. The Application ~~was~~ necessitated by

¹ As a result of the association of certain of Licensees call signs with the incorrect FRN a second parallel assignment application is being filed herewith and will be subject to the parallel request for waiver of the application filing fees.

US Airways, Inc.'s ("Licensee") August 11, 2002 bankruptcy filing which resulted in Assignee's Debtor-in-Possession status. Licensee holds various wireless licenses **used** *in* connection with its operations as a commercial airline.

In addition, Assignee requests a deferral of the obligation to pay the application filing fees upon filing of the Application, pursuant to §1.1117(e) of the Commission's Rules as revised effective ~~as~~ of the date hereof, pending the Managing Director's ruling on the waiver request described above. In the alternative, and to the extent still necessary, it is requested that the Commission waive any remaining requirement to pay the application filing fees while awaiting the Managing Director's review of the waiver request described above.

1. THE BANKRUPTCY

US Airways Group, Inc., ("Parent") filed voluntary petition forms along with seven of its wholly owned subsidiaries for bankruptcy in the United States Bankruptcy Court, Eastern District of Virginia on August 11, 2002.² A copy of the bankruptcy filing is attached as **Exhibit**

2. With these filings, the legal status of Parent and its subsidiaries was converted to "debtors-in-possession." The subsidiaries (other than MidAtlantic, UALS and MSC) hold various aircraft, aviation radio-navigation, aviation auxiliary group, and land mobile licenses granted to them by the Commission in connection with their operations as commercial airlines. In addition to these radio licenses, US Airways maintains a single satellite earth station license – E960086 – for which a separate waiver request is **being** filed simultaneously herewith. The parties will file applications for issuance of aircraft licenses to the debtor-in-possession entities and will

² See *In re US Airways Group, Inc., et al., Debtors*, Chapter 11 Case No. 02-83984-91 (SSM), Hon. Stephen S. Mitchell, Jointly Administered, United States Bankruptcy Court, Eastern District of Virginia. The entities that filed bankruptcy documents that gave them Debtor-in-Possession status were (1) Parent, (2) Licensee (3) Allegheny Airlines, Inc., ("Allegheny"), (4) PSA Airlines, Inc. ("PSA"), (5) Piedmont Airlines, Inc., ("Piedmont"), (6) MidAtlantic Airlines, Inc. ("MidAtlantic"), (7) US Airways Leasing & Sales, Inc. ("UALS") and (8) Material Services Company, Inc. ("MSC"). None of MidAtlantic, UALS or MSC hold any FCC licenses. The referenced filings in the United States Bankruptcy Court are attached to the Application

accompany those filings with a waiver request **as** well.

The Application was filed on September 10, 2002 and has been assigned file number

11. THE PUBLIC INTEREST

A. The Section 1.1117 Waiver Is In The Public Interest

Assignee requests that it not be required to pay the application filing Fees *that are* associated with the Application. Section 1.1117 of the Commission's Rules, provides that application filing fees may **be** "waived or deferred in specific instances where good cause is shown and where waiver or deferral of the fee would promote the public interest." 47 C.R.F. §1.1117(a). Accordingly, Assignee requests relief under this provision of the Commission's Rules.

In *Mobile Media Corporation, et al.*, Memorandum Opinion & Order, 14 FCC Rcd 8017, 8027 (1999), ("Mobile Media"), the Commission waived application filing fees under §1.1117 of its Rules associated with the reorganization of a bankrupt paging carrier solely on the fact that its bankruptcy status served as "good cause" for waiver of application filing fees. The Commission also held that "waiver of the fee will serve the public interest by enabling [the carrier] to preserve assets that will accrue to innocent creditors." *Supra. See also, Implementation of Section 9 of the Communications Act, Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year*, Memorandum Opinion & Order, 10 FCC Rcd 12759, 12762 (1995) ("evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiving of regulatory fees,"); *In the Matter of Daniel R. Goodman, Receiver; Dr. Robert Chan. Petition for Waiver of Sections 90.633(c) and 1.1102 of the Commission's Rules*, Memorandum Opinion and Order, FCC 95-211 (rel. May 24, 1995).

In the present case, Assignee submits that the bankruptcy **requires** like treatment in the

grant of the present waiver request. *See Melody Music, Inc. v. FCC*, 345 F.2d 730, 733 (D.C. Cir. 1965). As set forth above, Licensee has filed for Chapter 11 bankruptcy and has been awarded Debtor-in-Possession status. In the absence of a waiver, the parties will be required to pay a total of eight-thousand three-hundred dollars (\$8,300.00) for all FCC bankruptcy-related applications. This is another financial burden which, based on FCC precedent, should be avoided because of the bankruptcy, particularly so because a *pro forma* transaction does not entail any real changes in control of the Licensee. As stated above, grant of this waiver would preserve funds better used to sustain operations and, as the Commission pointed out in *Mobile Media, supra*, this payment would direct monies from the innocent creditors whose claims are already compromised in the bankruptcy proceedings. Accordingly, Assignee requests grant of a waiver under §1.1117 of the Commission's Rules.

B. The Fee Deferral Is In The Public Interest

As revised effective as of the date hereof, §1.1117(e) of the Commission's Rules requires that a carrier requesting deferral or a waiver of the application filing fees under §1.1117 submit the specified application filing fees or request a deferral in a filing with the Managing Director. The circumstances of financial hardship which justify the issuance of the waiver requested above, as described above, justify the deferral of the fee payment at this juncture pending the Managing Director's ruling. In the alternative, the same circumstances also justify a waiver of the requirement to pay the application filing fees at the time of filing as required by §1.1117(e) as it existed prior to today's change pursuant to the Commission's general waiver provisions as codified in §1.3 of the Commission's Rules. *See also, WAIT Radio v. FCC*, 418 F.2d 1153 (D.C. Cir. 1969), *cert. denied*, 409 U.S. 1027 (1972).

* * * *

III. CONCLUSION

For all of the foregoing reasons, Assignee respectfully requests that the Commission grant this petition for waiver of the fee requirements of §§ 1.1102 and 1.1117(e) of the Commission's Rules in connection **with** the Application.

Respectfully submitted,

Todd D. Rosenberg
Richard J. Dyer

Counsel to US Airways, Inc., Debtor-In-Possession

Dated: September 11, 2002

O'Melveny & Myers, LLP
1650 Tysons Boulevard, Suite 1150
McLean, Virginia 22102
Telephone: (703) 918-2720
Facsimile: (703) 918-2704

EXHIBIT 1

See **attached** application

EXHIBIT 2

See attached bankruptcy petition.

EXHIBIT 2

See attached bankruptcy petition.

FORMBI	United States Bankruptcy Court Eastern District of Virginia	Voluntary Petition																
Name of Debtor (if individual, enter Last, First Middle) US Airways Group, Inc.		Name of Joint Debtor (Spouse) (Last, First Middle):																
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names) USAir Group, Inc.		All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):																
Soc. Sec./Tax I.D. No. (if more than one, state all) 54-1194634		Soc. Sec./Tax I.D. No. (if more than one, state all):																
Street Address of Debtor (No. & Street, City, State & Zip Code) 2345 Crystal Drive Arlington, VA 22221		Street Address of Joint Debtor (No. & Street, City, State & Zip Code):																
County of Residence or of the Principal Place of Business Arlington		County of Residence or of the Principal Place of Business:																
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):																
Type of Debtor (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other _____		Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding																
Nature of Debts (Check one box) <input checked="" type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business		Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only.) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments Rule 1006(b) See Official Form No. 1																
Chapter 11 Small Business (Check all boxes that apply) <input checked="" type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input checked="" type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)																		
Statistical/Administrative Information (Estimates only) <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY																
Estimated Number of Creditors 1-15 16-49 50-99 100-199 200-499 1000-over <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/>																		
Estimated Assets <table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:12.5%;">\$0 to \$50,000</td> <td style="width:12.5%;">\$50,001 to \$100,000</td> <td style="width:12.5%;">\$100,001 to \$500,000</td> <td style="width:12.5%;">\$500,001 to \$1 million</td> <td style="width:12.5%;">\$1,000,001 to \$10 million</td> <td style="width:12.5%;">\$10,000,001 to \$50 million</td> <td style="width:12.5%;">\$50,000,001 to \$100 million</td> <td style="width:12.5%;">More than \$100 million</td> </tr> <tr> <td style="text-align:center;"><input type="checkbox"/></td> <td style="text-align:center;"><input checked="" type="checkbox"/></td> </tr> </table>			\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million	<input type="checkbox"/>	<input checked="" type="checkbox"/>						
\$0 to \$50,000	\$50,001 to \$100,000		\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million										
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>											
Estimated Debts <table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:12.5%;">\$0 to \$50,000</td> <td style="width:12.5%;">\$50,001 to \$100,000</td> <td style="width:12.5%;">\$100,001 to \$500,000</td> <td style="width:12.5%;">\$500,001 to \$1 million</td> <td style="width:12.5%;">\$1,000,001 to \$10 million</td> <td style="width:12.5%;">\$10,000,001 to \$50 million</td> <td style="width:12.5%;">\$50,000,001 to \$100 million</td> <td style="width:12.5%;">More than \$100 million</td> </tr> <tr> <td style="text-align:center;"><input type="checkbox"/></td> <td style="text-align:center;"><input checked="" type="checkbox"/></td> </tr> </table>		\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million	<input type="checkbox"/>	<input checked="" type="checkbox"/>							
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million											
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>											

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):
US Airways Group, Inc.

Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)

Location
Where Filed: **None**

Case Number:

Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor
See Annex A

Case Number

Date Filed

District:

Relationship:

Judge:

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Signature of Debtor

Date

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

Exhibit A is attached and made a part of this petition

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

X _____
Signature of Attorney for Debtor(s) Date

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.
 No

Signature of Attorney

/s/ John Wm. Butler, Jr.
Signature of Attorney for Debtor(s)

John Wm. Butler, Jr.
John K. Lyons
Printed Name of Attorney for Debtor(s)

Skadden, Arps, Slate,
Meagher & Flom (Illinois)
Firm Name

333 West Wacker Drive
Chicago, IL 60606
Address

(312) 407-0700
Telephone Number

August 11, 2002
Date

Signature of Attorney

/s/ Lawrence E. Rifken
Signature of Attorney for Debtor(s)

Lawrence E. Rifken (VSB No. 29037)
Printed Name of Attorney for Debtor(s)

McGuireWoods LLP
Firm Name

1750 Tysons Boulevard, Suite 1800
McLean, VA 22102-4215
Address

(703) 712-5000
Telephone Number

August 11, 2002
Date

Signature or Non-Attorney Petition Preparer

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document

Printed Name of Bankruptcy Petition Preparer

Social Security Number

Address

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document

If more than one person prepared this documents, attach additional sheets conforming to the appropriate official form for each person

Signature of Bankruptcy Preparer

Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 1256.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ David N. Siegel
Signature of Authorized Individual

David N. Siegel
Printed Name of Authorized Individual

Authorized Signatory, US Airways Group, Inc.
Title of Authorized Individual

Date

Annex 4 - Affiliate Debtors

On the date hereof, the following affiliated entities filed petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of Virginia:

1. US Airways Group, Inc.
2. US Airways, Inc.
3. Allegheny Airlines, Inc.
4. PSA Airlines, Inc.
5. Piedmont Airlines, Inc.
6. MidAtlantic Airways, Inc.
7. US Airways Leasing and Sales, Inc.
8. Material Services Company, Inc.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
ALEXANDRIA DIVISION

-x

In re: Chapter 11
US Airways Group, Inc.. Case No. 02- _____
Debtor. -x

Exhibit " A " to Voluntary Petition

1. The Debtor's common **stock** is registered under section 12 of the Securities Exchange Act of 1934. The Debtor's SEC file number is 1-8444
2. The following unaudited financial **data** is derived from the Debtor's books and records as of March 31, 2002, which are unaudited. The Debtor does not certify as to the accuracy of this information.

a	Total assets	<u>\$7,807,000,000</u>
b	Total debts (including debts listed in 2 c., below)	<u>17,830,000,000</u>
c	Debt securities held by more than 500 holders	<u>n</u>
d	Number of shares of preferred stock	<u>0</u> issued and outstanding <u>8,000,000</u> ¹ authorized
e.	Number of shares common stock:	<u>68,133,000</u> ² issued and outstanding <u>150,000,000</u> authorized

3. Brief description of Debtor's business:

The Company's primary business activity is the ownership of the common stock of US Airways, Inc. ("USA I"), Allegheny Airlines, Inc., Piedmont Airlines, Inc., PSA Airlines, Inc., Mid Atlantic Airways, Inc., US Airways Leasing and Sales, Inc., Material Services Company, Inc. and Airways Assurance Limited, LLC (collectively, the "Wholly-Owned Subsidiaries"). The primary business activity of the Wholly-Owned Subsidiaries is the transportation of passengers, property and mail

¹ Comprised of 5,000,000 shares of Junior Preferred Stock and 3,000,000 shares of Senior Preferred **brock**

² At April 30, 2002

- 4 List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of Debtor:

Aon Fiduciary Counselors, Inc.
601 Pennsylvania Avenue, N W , Suite 900
South Building
Washington, D. C 20004

Please note: The financial information contained herein is derived from unaudited sources. No certification as to its accuracy can be made.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
ALEXANDRIA DIVISION

-x

In re

Chapter 11

US Airways Group, Inc.,

Case No 02-_____

Debtor.

CONSOLIDATED LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS

Following is a consolidated list of creditors holding the 30 largest unsecured claims, as of approximately August 2, 2002. This list has been prepared on a consolidated basis, based upon the books and records of the debtor and certain affiliated entities that have contemporaneously commenced chapter 11 cases in this Court (collectively, the "Debtors"). The Debtors believe that this list is representative of the 30 largest creditors in each of the affiliated cases. The information presented in the list shall not constitute an admission by, nor is it binding on, the Debtors.¹

The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in these chapter 11 cases. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101 or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims.²

¹ The Debtors will file the schedules of assets and liabilities (the "Schedules") in accordance with 11 U.S.C. § 521 and Fed. R. Bankr. P. 1007. The information contained in the Schedules may differ from the information set forth below.

² The Debtors reserve the right to identify any of the 30 largest unsecured claims in their Schedules as contingent, unliquidated, disputed and/or subject to setoff, as appropriate.

	Name of Creditor and Complete Mailing Address	Creditor's Phone and Fax Numbers	Nature of Claim	C U D S	Amount of Claim
1	J.P. MORGAN TRUST COMPANY, NATIONAL ASSOCIATION Douglas Wilson One Oxford Centre 301 Grant Street, Suite 1100 Pittsburgh, PA 15219 USA	Phone: (412) 291-2080 Fax: (412) 751-9301	Unsecured Facilities Loan	C	\$ 71,140,000
2	WILMINGTON TRUST COMPANY Robert P. Hines, Jr. Financial Services Officer, Corporate Trust Rodney Square North 1100 North Market Street Wilmington, DE 19890 USA	Phone: (302) 636-6197 Fax: (302) 636-4140	Trade -Aircraft Deferred Payments	C U D	\$ 49,989,085
3	ELECTRONIC DATA SYSTEMS CORPORATION Doug Frederick President, Operation Solutions 5400 Legacy Drive Mail Drop H3-5C-47 Piano, TX 75024 USA	Phone: (972) 797-4069 Fax: (972) 605-4555	Trade -Contractual	C D	\$ 46,909,431
4	STATE STREET BANK AND TRUST CO. E. Decker Adams Vice President Global Investor Services Group Corporate Trust, P.O. Box 778 Boston, MA 02102 USA	Phone: (617) 662-1754 Fax: (617) 662-1456	Trade -Aircraft Deferred Payments	C U D	\$ 36,114,451
5	FIRST UNION NATIONAL BANK Robert L. Bice, II Corporate Trust Department 401 South Tryon Street Charlotte, NC 28288 USA	Phone: (704) 715-3021 Fax: (704) 374-6682	Trade -Aircraft Deferred Payments	C U D	\$ 16,285,791
6	GENERAL ELECTRIC CAPITAL CORP. Ron Wainshal GE Capital Aviation Services-Structured Finance 201 High Ridge Road Stamford, CT 06927 USA	Phone: (203) 316-7560 Fax: (203) 961-6906	Trade -Aircraft Deferred Payments	C U D	\$ 12,795,060
7	AIRLEASE Jad Mansour 555 California Street San Francisco, CA 94104 USA	Phone: (415) 765-1848 Fax: (415) 765-1817	Trade -Rium Claims	C D	\$ 5,814,634
8	ALLEGHENY COUNTY AIRPORT Edward Moeller 1000 Airport Blvd. Pittsburgh, PA 15231 USA	Phone: (412) 472-5559 Fax: (412) 472-5725	Trade -Airport Authority	N/A	\$ 4,589,836
9	CITY OF PHILADELPHIA Leslie Turner Philadelphia International Airport Philadelphia, PA 19153 USA	Phone: (215) 937-5480 Fax: (215) 937-5480	Trade -Airport Authority	N/A	\$ 3,167,485
10	CITY OF CHARLOTTE AIRPORT Carrie Blackwell 3501 Re Josh Birmingham Parkway Charlotte, NC 28219 USA	Phone: (704) 359-4023 Fax: (704) 359-4950	Trade -Airport Authority	N/A	\$ 2,566,909

Name of Creditor and Complete Mailing Address	Creditor's Phone and Fax Numbers	Nature of Claim	C U D S	Amount of Claim
Mike Mesko 524 E Lamar Blvd	Fax: (817) 792-2460			
12 TRIDIO Tim Begun 100 Ne Third A Suite 800 Ft. Lauderdale, FL 33301 USA	Phone: (754) 600-1111 Fax: (954) 760-7716	Trade - Airport Claims	C	\$ 1,039,917
13 BOEING COMMERCIAL AIRPLANES Jennifer Bergana 635 Park Ave N Mail Code Ms 6X UJ AirCasher Ms 6X CF Renton, WA 98055 USA	Phone: (206) 655-1131 Fax: (425) 237-3830	Trade - Aircraft Parts/Maintenance	N/A	\$ 1,297,012
14 AIR CARGO INCORPORATED Jenny White 1819 Bay Ridge Ave	Phone: (410) 280-5568 Fax: (410) 263-8208	Trade - Cargo Handling	N/A	\$ 1,269,841
Scott Nicholson 500 Nadres Ave Sw 3rd Floor Mc 6Y-14 Renton, WA 98055 USA	Fax: (425) 393-2904	Payments	U D	
INTERBORO SCHOOL DISTRICT Pamela Powell Philadelphia International Airport Terminal E	Phone: (610)461-6700 Fax: (610) 461-6700	Trade - Airport Authority	N/A	\$ 1,058,793
ED Mehofer 10823 North East Entrance San Antonio, TX 78216 USA	Phone: (210) 804-7719 Fax: (210) 824-3021	Trade - Aircraft Parts/Maintenance	N/A	\$ 907,030
18 CHARLES E SMITH COMMERCIAL REALTY Vicki Lauren 2345 Crystal Drive Arlington, VA 22202 USA	Phone: (703)769-1234 Fax: (703)769-1190	Trade - Real Estate Services	N/A	\$ 893,382
19 SAN FRANCISCO AIRPORTS COMMISSION Jess Balaguer San Francisco International Airport 6Th Floor Rm 644	Phone: (650)821-2843 Fax: (650)821-2846	Trade - Airport Authority	N/A	\$ 841,464
Fiona Avian	Fax: 39 86 8166392	Trade - Airport Authority	C D	\$ 198,908

	Name of Creditor and Complete Mailing Address	Creditor's Phone and Fax Numbers	Nature of Claim	U D S	Amount of Claim
	UNITED HEALTHCARE Rory Doty 22703 Network Place Channahon, IL 60611-1377 USA	Phone: (815)818-5613 Fax: (815)854-3359	Trade - Medical & Denial	N/A	\$ 777,096
	Francis Carey Manager - Syndicated Loans Agency 135 Bishopsgate 5th Floor London, EC2M 3JUR Great Britain HONEYWELL INTERNATIONAL INC Lori Habeger 875 W. Elmer Rd Ste 106 Tempe, AZ 85284 USA	Fax: 020 7615 0106 Phone: (913)712-0400 Fax: (913)712-5867	Payments Trade - Aircraft Parts/Maintenance	U D N/A	\$ 687,911
24	HAMILTON SUNSTRAND Steven Gabscheid 4747 Harrison Ave. Rockford, IL 61155 USA	Phone: (815)394-2945 Fax: (815)394-3558	Trade - Aircraft Parts/Maintenance	N/A	\$ 608,642
25	ROCKWELL COLLINS Brian J. Seebor 400 Collins Rd. Ne Cedar Rapids, IA 52498 USA	Phone: (319)295-3293 Fax: (319)295-4092	Trade - Aircraft Parts/Maintenance	N/A	\$ 585,646
26	HIGH WOODS FORSYTH LTD PARTNERSHIP Allison Saucy 380 Knollwood Street Ste 430 Winston Salem, NC 27103 USA	Phone: (336)725-9000 Fax: (336)725-1969	Trade - Aircraft Parts/Maintenance	N/A	\$ 575,746
27	TOWERS PERRIN Mark Duncan 1500 Market Street Philadelphia, PA 19102-4790 USA	Phone: (416)960-2700 Fax: (416)960-2819	Trade - Other Professional	N/A	\$ 567,848
28	GREATER ORLANDO AVIATION AUTHORITY Patti Evers One Airport Blvd Orlando, FL 32827 USA	Phone: (407)825-2017 Fax: (407)825-2259	Trade - Airport Authority	N/A	\$ 548,574
29	HILLSBOROUGH COUNTY AVIATION AUTHORITY Ginny Brewer Tampa International Airport 38th Level Tampa, FL 33607 USA	Phone: (813)870-8700 Fax: (813)875-6670	Trade - Airport Authority	N/A	\$ 503,340
30	GOODRICH FAIRHOPE SERVICE Tammy Simmons 1200 West Ave. Alabama Service Center Goodrich Aerospace Structures Grp Foley, AL 36555 USA	Phone: (251)952-3377 Fax: (251)952-3376	Trade - Aircraft Parts/Maintenance	N/A	\$ 404,727

I, I, for the purposes of this act, the Debtor has not analyzed whether claims on behalf of aircraft lessors or aircraft financiers are secured or unsecured or, if secured, what portion, if any, of the total claim is an unsecured debt claim. Nothing here in shall constitute any admission or any way, waive or limit the Debtor's rights, claims or defenses with respect to the classification or characterization of such claims.

I, an Authorized Signatory of US Airways Group, Inc., declare under penalty of perjury that I have read the above list and that it is true and correct as of the date listed, to the best of my knowledge, information and belief.

Date: August 11, 2002

Signature: /s/ David N. Siegel

Authorized Signatory

US Airways Group, Inc.

UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA

In re

US Airways Group, Inc

Case No. 02-_____

Chapter 11_____

Debtor(s)

DECLARATION OF DIVISIONAL VENUE

The debtor's domicile, residence, principal place of business or principal assets were located for the greater part of the 180 days preceding the filing of the bankruptcy petition in the indicated city or county [check one box only]:

ALEXANDRIA DIVISION

Cities:

- Alexandria-510
- Fairfax-600
- Falls Church-610
- Manassas-683
- Manassas Park-685

Counties:

- Arlington-013
- Fairfax-059
- Fauquier-061
- Loudoun-107
- Prince William-153
- Stafford-179

RICHMOND DIVISION

Cities:

- Richmond (city)-760
- Colonial Heights-570
- Emporia-595
- Fredericksburg-630
- Hopewell-670
- Pelersburg-730

Counties:

- Amelia-007
- Brunswick-025
- Caroline-033
- Charles City-036
- Chesterfield-041
- Dinwiddie-053
- Essex-057
- Goochland-075
- Greensville-081
- Hanover-085
- Henrico-087
- King and Queen-097
- King George-099
- King William-101
- Lancaster-103
- Lunenburg-111
- Middlesex-117
- Middlesex-119
- New Kent-127
- Northumberland-133
- Nottoway-135
- Powhatan-145
- Prince Edward-147
- Prince George-149
- Richmond (county)-159
- Spotsylvania-177
- Surry-181
- Sussex-183
- Westmoreland-193

NORFOLK DIVISION

Cities:

- Norfolk-710
- Cape Charles-535
- Chesapeake-550
- Franklin-620
- Portsmouth-740
- Suffolk-800
- Virginia Beach-810

Counties:

- Accomack-001
- Isle of Wight-093
- Northampton-131
- Southampton-175

NEWPORT NEWS DIVISION

Cities:

- Newport News-700
- Hampton-650
- Poquoson-735
- Williamsburg-830

Counties:

- Gloucester-073
- James City-095
- Mathews-115
- York-199

Date: August 11, 2002

/s/ Lawrence E. Rifken

Signature of Attorney or Pro Se Debtor

There is a bankruptcy case concerning debtor's affiliate general partner, or partnership pending in this Division

Signature of Joint Debtor (if case is a joint case and debtors are not represented by an attorney)

SECRETARY'S CERTIFICATE

US Airways, Group, Inc.

I, JENNLFER C. MCGAREY, Secretary of the US Airways Group, Inc. (the "Corporation") a Delaware corporation, DO HEREBY CERTIFY, that attached hereto *is* a true and correct copy *of* the resolutions adopted by the Board of Directors (the "Board") at a meeting held on August 10, 2002, at which meeting a quorum was present and acting throughout. Such resolutions are in full force and effect on the date hereof.

I have hereunto set my hand this 11th day of August 2002

/s/ Jennifer C. McGarey
Jennifer C. McGarey

RESOLUTIONS
ADOPTED BY BOARD OF DIRECTORS OF
US AIRWAYS GROUP, INC.

The following resolutions were duly adopted by the Board at a special meeting duly held by telephonic conference on August 10, 2002, at which all directors present were able to speak and hear each other, and such resolutions have not been amended or rescinded and are now in full force and effect:

WHEREAS, in the judgment of the Board, it is desirable and in the best interests of US Airways Group, Inc. (the "Corporation"), its creditors, stockholders, and other interested parties that a petition be filed by the Corporation seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Bankruptcy");

NOW THEREFORE BE IT RESOLVED, that David N. Siegel, Neal S. Cohen and Michelle V. Bryan or any person or persons so designated by the Board of Directors (collectively, the "Authorized Signatories," and each an "Authorized Signatory") be, and each hereby is, authorized and directed on behalf of this Corporation to execute and verify a petition in the name of the Corporation under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Virginia in such form and at such time as the Authorized Signatory executing said petition on behalf of this Corporation shall determine;

FURTHER RESOLVED, that the Authorized Signatories or any one of them be, and each hereby is, authorized to execute and file or cause to be executed and filed (or direct ~~others~~ to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they deem necessary and proper in connection with the chapter 11 case;

FURTHER RESOLVED, that the law firm of Skadden, Arps, Slate, Mcagher & Flom LLP, 4 Times Square, New York, New York **10036-6522**, and its affiliated partnerships, he, and hereby are, employed and retained as counsel for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that Seabury Advisors LLC, Seabury Securities LLC, Seabury Solutions LLC and Seabury Airport Advisory Services LLC be, and hereby are, employed and retained as financial advisors and investment bankers for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that the law firm, McGuireWoods LLP be, and hereby is, employed and retained as co-counsel for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that the law firm, O'Melveny & Myers LLP be, and hereby is, employed and retained as special counsel for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that Logan & Company, Inc. be, and hereby is, employed and retained as claims and noticing agent for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that PricewaterhouseCoopers LLP be, and hereby is, employed and retained as restructuring advisor to the Corporation in the chapter 11 case;

FURTHER RESOLVED, that KPMG LLP be, and hereby is, employed and retained as auditor and tax advisor to the Corporation in the chapter 11 case;

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Signatory or any officers of the Corporation to seek relief under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation;

FURTHER RESOLVED, that the Corporation as the majority stockholder of each of the subsidiaries listed on attached Schedule A (each a "Subsidiary" and collectively the "Subsidiaries"), hereby is authorized and empowered to **take** or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, consents, resolutions, documents, certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to cause each of the Subsidiaries to execute and verify a petition in the name of such Subsidiary under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Virginia in such form and at such time as the officer executing said petition on behalf of such Subsidiary shall determine;

FURTHER RESOLVED, that the Authorized Signatories of the Corporation be, and each of them, with full authority to act without the others, hereby is, authorized, in the name and on behalf of the Corporation, to take or cause to be taken any and all such further action and to execute and deliver or

cause to be executed or delivered all such further agreements, documents, certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions;

FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories of the Corporation, each of the Authorized Signatories of the Corporation be, and they hereby are, authorized and directed to take ~~or~~ cause to be taken all such further actions, to execute and deliver or cause to be executed and delivered all such further certificates, agreements, instruments and documents in the name and on behalf of the Corporation and to incur all such fees and expenses as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolutions and each of them; and

FURTHER RESOLVED, that any actions taken by the Authorized Signatories or other officers of the Corporation prior *to* the date set forth below with respect to the matters contemplated by the foregoing resolutions are hereby ratified, confirmed and approved in all respects.

Subsidiaries

US Airways, Inc

Allegheny Airlines, Inc.

PSA Airlines, Inc.

Piedmont Airlines, Inc.

MidAtlantic Airways, Inc.

US Airways Leasing and Sales, Inc

Material Services Company, Inc.